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November 17, 2010

RECORDATION NO. 24380-P FILED
NOV 17 '10 -4.00 PM
SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease and Security Interest, dated as of November 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Schedule No. 6 to Master Lease Agreement and related documents which were previously filed with the Board under Recordation Numbers 24380-G, 24380-H and 24380-I.

The name and address of the party to the enclosed document are:

Lessor: The CIT Group/Equipment Financing, Inc. (as
successor-in-interest to ICX Corporation)
11 West 42nd Street
New York, NY 10017

[Lessee: Illinois Central Railroad Company
c/o Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3W 2N1]

Section Chief
November 17, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 railcar TERMINATED: CN 372279.

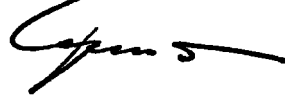
A short summary of the document to appear in the index is:

Partial Termination of Lease and Security Interest.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 24380-P
FILED

(ICX / IC - Schedule 6)

NOV 17 '10 -4 00 PM

PARTIAL TERMINATION OF LEASE AND SECURITY INTEREST

THIS PARTIAL TERMINATION OF LEASE AND SECURITY INTEREST is made as of November 1, 2010 by **The CIT Group/Equipment Financing, Inc.** (the "Lessor").

WITNESSETH:

- 1 **ICX Corporation** (predecessor-in-interest to Lessor) and Lessee entered into that certain Schedule No. 6 dated as of November 30, 2004, to the Master Equipment Lease Agreement dated as of March 15, 2003, covering certain hopper cars (including the one (1) such hopper car marked **CN 372279** (the "Car"));
- 2 Lessor and Lessee entered into a Memorandum of Schedule No. 6 to Master Equipment Lease Agreement dated as of November 30, 2004 which was i) filed at the Surface Transportation Board (the "STB") on November 29, 2004 at 2.10 P.M. with assigned recordation number 24380-G and ii) deposited at the Registrar General of Canada (the "RGC") on November 29, 2004 at 10.07 A.M.;
3. Lessor and Lessee entered into that certain Amendment No. 1 to Schedule No. 6 dated as of December 21, 2004 whereby, among other things, the renumbering of certain of such hopper cars was memorialized,
4. To evidence such renumbering, Lessee executed a Notice of Railcar Renumbering No 1 dated as of December 21, 2004 which was i) filed at the STB on December 17, 2004 at 4:15 P.M. with assigned recordation number 24380-H and ii) deposited at the RGC on December 16, 2004 at 2:33 P.M.;
5. Lessor and Lessee entered into an Amendment No. 2 to Schedule No. 6 dated as of June 1, 2005 whereby, among other things, i) the renumbering of certain of such hopper cars was memorialized, ii) one such hopper car was deleted therefrom and iii) two other hopper cars were added thereto;
6. To evidence all of the foregoing, Lessor and Lessee entered into an Amended and Restated Memorandum of Schedule No. 6 to Master Equipment Lease Agreement dated as of June 1, 2005 which was i) filed at the STB on May 19, 2005 at 10:30 A.M. with assigned recordation number 24380-I and ii) deposited at the RGC on May 19, 2005 at 1:52 P.M.
7. As of the date hereof, Lessor is selling the Car to Lessee
- 8 Except for the Car, the above described lease of hopper cars, as amended or supplemented, remains in full force and effect.

NOW THEREFORE, for good and valuable consideration, Lessor agrees and acknowledges for the public record that (i) such lease of the Car is hereby terminated (except for such terms thereof which expressly survive termination) and (ii) any security interest in the Car is hereby released.

IN WITNESS WHEREOF, the Lessor has caused this Partial Termination of Lease and Security Interest to be executed as of the date first above written. The undersigned certifies that he / she holds the title set forth below, that this instrument was signed on behalf of his / her corporation by authority of its Board of Directors and that the execution of this instrument was the free act and deed of his / her corporation. The undersigned further declares under penalty of perjury that the foregoing is true and correct.

THE CIT GROUPEQUIPMENT FINANCING, INC.,
Lessor

By: Catherine Stojich
Name: Catherine Stojich
Title: Vice President